



Policy for the Selection & Appointment of New Directors

As at Oct
2023

Policy for the selection and appointment of new directors

Purpose

The purpose of this Policy is to generally outline the procedure of, and factors to be considered by, the board of directors (the Board) of BNK Banking Corporation Limited (the Company) when making decisions regarding the appointment of a new director to the Board.

Selection process

1. The Board may:

(a) review its needs with a view to ensuring that there is a range of skills represented, including an understanding of the industry and market in which the Company operates and accounting, finance and legal matters.

(b) develop suitable criteria for Board candidates to address any needs identified.

(c) engage independent professional advisors to assist in identifying individuals to fit within the criteria developed to satisfy the needs of the Board; and

(d) develop a short list of Board candidates, taking into account the attributes of the Board candidates and each candidate's ability to fit within the existing Board.

2. When the Board considers that a suitable candidate has been found:

(a) The Chair of the Board will approach the selected candidate.

(b) The Board will meet the candidate; and

(c) The candidate may be appointed in accordance with the decision of the Board, and the Company's constitution and will stand for election at the next AGM.

Additional factors to be considered.

3. Additional factors to be considered by the Board when considering the appointment of a new director to the Board include:

(a) appropriate background and experience checks.

(b) the time commitments considered necessary for the effective performance of the role of director so as to satisfy the director's responsibilities to the Company.

(c) the existing time constraints and commitments of Board candidates.

(d) any potential conflicts of interest and the independence of the candidate.

(e) the nature of a Board candidate's existing positions, directorships and other relationships and any potential impact on the Board candidate's

ability to exercise independent judgment; and the ability of the Board candidate to work constructively with the existing directors and enhance the effectiveness of the Board.

4. A person who was a member or employee of an audit firm or a director of an audit company, and who served in a professional capacity in the audit of the Company in relation to the Banking Act 1959 (Cth) (the Banking Act), the Australian Prudential Regulation Authority (APRA) Prudential Standards or the APRA Reporting Standards, cannot be appointed to the role of director or senior manager of the Company until at least two years have passed since they served in that professional capacity.

Inconsistency with constitution

5. To the extent that there is any inconsistency between this policy and the Company's constitution, the constitution will prevail.

Review of this policy

(a) The Board will review this policy annually to ensure it remains consistent with the Board's objectives and responsibilities.

(b) This policy may be amended by resolution of the Board.

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Policy Governance

Policy Owner:	General Counsel
Policy Reviewer/Approver:	Chief Risk Officer
Policy Approval Committee:	Board
Policy Review Frequency:	Every year
Next Review Due:	September 2024
Policy Exemption Authority	None

Version No.	Approval Date	Effective Date	Nature/Purpose of Review/Details of Amendment	Reviewer(s)
1?	September 2023	September 2024	Policy Review due	General Counsel